

# **EXHIBIT “A”**

# BakerHostetler

Rockport Resources Capital Corporation  
Attn: Jay Lendrum  
P.O. Box 847  
Houston, TX 77001-0847

Invoice Date: 11/20/15  
Invoice Number: 50170847  
B&H File Number: 10105/099620/000001  
Taxpayer ID Number: 34-0082025  
Page 1

---

**Regarding: DIP Financing - Rockport Resources Capital Corp**

For professional services rendered through October 31, 2015

**BALANCE FOR THIS INVOICE DUE BY 12/20/15 \$ 70,022.60**

## Remittance Copy

Please include this page with payment

**Invoice No: 50170847**

**Firm Contact Information**

Beth Koerber  
(713) 751-1600  
bkoerber@bakerlaw.com

**Please Remit To:**  
**Baker & Hostetler LLP**  
**P.O. Box 70189**  
**Cleveland, OH 44190-0189**

**FOR WIRE REMITTANCES:**  
**Baker & Hostetler LLP**  
**KeyBank, N.A., Cleveland, OH**  
**Account No: 1001516552 / ABA 041001039**  
**SWIFT Code: KEYBUS33**

**Reference Invoice No: 50170847**

**Email the "Remittance Copy" to [bakerlockbox@bakerlaw.com](mailto:bakerlockbox@bakerlaw.com)**

# BakerHostetler

Rockport Resources Capital Corporation  
Attn: Jay Lendrum  
P.O. Box 847  
Houston, TX 77001-0847

Invoice Date: 11/20/15  
Invoice Number: 50170847  
B&H File Number: 10105/099620/000001  
Taxpayer ID Number: 34-0082025  
Page 2

---

**Regarding: DIP Financing - Rockport Resources Capital Corp**

For professional services rendered through October 31, 2015

**Fees** \$ **69,965.00**

**Expenses and Other Charges**

**Electronic Court Fees (E112)** **57.60**

**Total Expenses** \$ **57.60**

**BALANCE FOR THIS INVOICE DUE BY 12/20/15** \$ **70,022.60**

**Baker&Hostetler LLP**

*Atlanta* *Chicago* *Cincinnati* *Cleveland* *Columbus* *Costa Mesa* *Denver*  
*Houston* *Los Angeles* *New York* *Orlando* *Philadelphia* *Seattle* *Washington, DC*

**Regarding: DIP Financing - Rockport Resources Capital Corp**

Matter Number: 099620.000001

Date	Name	Description	Hours
09/14/15	Johnson Pamela Gale	Attention to receipt of correspondence from J. Lendrum regarding being a DIP Lender; attention to review of Diverse Energy Systems, LLC Confidential Information Memorandum and the fixed asset spreadsheet regarding asset listings (1.40); attention to conflicts check and opening file (.70).	2.10
09/15/15	Johnson Pamela Gale	Receipt and review of correspondence from J. Lendrum (.10); review fixed asset listing and attempt to match debtor's information to the report (.60); review corporate information on Diverse (.20); pull bankruptcy dockets for all cases and review existing pleadings (2.50); attention to requesting conflicts check (.20).	3.50
09/16/15	Johnson Pamela Gale	Attention to review of Debtor's term sheet (.50); draft initial copy of the DIP term sheet (1.50).	2.00
09/17/15	Johnson Pamela Gale	Worked on the DIP loan documents.	5.10
09/18/15	Johnson Pamela Gale	Worked on the DIP loan documents.	7.00
09/22/15	Johnson Pamela Gale	Review correspondence from J. Lendrum forwarding redline of term sheet and request for information (.10); telephone conference with M. Bishop regarding the Commercial Lease and the Option (.50); receipt of Debtor's redline document and review of same (1.20); review of ITS schedules (1.0); review proposed budget (.50).	3.60
09/23/15	Johnson Pamela Gale	Attention to draft of DIP loan term sheet (3.0); telephone conference with J. Lendrum regarding DIP proposal (.20); telephone conference with J. Lendrum regarding status and outstanding questions as to assets and ownership (.20); review updated information on fixed assets and note details (.20); review of inventory listing, work in progress, and A/R aging (.30); review of bankruptcy cases and information on file (1.30).	5.70
09/24/15	Johnson Pamela Gale	Review 13 week cash flow projections (.60); prepare comments to redlined Term Sheet (1.30); receipt and review of Spunky Flat litigation pleadings (.40); review of Spunky Flat and Icon Bank's proof of claims and supporting documents (1.50); review of FWT leasing schedules (.50); continued review of bankruptcy case	6.80

**Baker & Hostetler LLP**

Atlanta  
Houston

Chicago  
Los Angeles

Cincinnati  
New York

Cleveland  
Orlando

Columbus  
Philadelphia

Costa Mesa  
Seattle

Denver  
Washington, DC

Date	Name	Description	Hours
		information (2.50).	
09/25/15	Johnson Pamela Gale	Receipt and review of the Diverse Collateral Summary, Financials, and Adjustment to EBITDA (.40).	0.40
09/25/15	Johnson Pamela Gale	Meeting with M. Bishop, B. Forshay, J. Lendrum, C. Grossman and T. Haas regarding DIP term sheet; and comments to same, general discussion of DIP facility and which entity owns which assets, the debtors' 13 week cash flow and budget (2.0); review of information forwarded after the meeting including chart of payment of fees (.30); receipt and review of ITS Interim Order Approving Post-Petition Financing, Continuing Cash Collateral Usage and Notice of Final Hearing (.20); start drafting of DIP Facility documents (4.0).	6.50
09/26/15	Johnson Pamela Gale	Receipt and DIP term sheet expense tables and new redlined version of term sheet; telephone conference with B. Forshay regarding same (1.0); prepare comments to revised term sheet (.30).	1.80
09/27/15	Johnson Pamela Gale	Telephone conference with debtors' counsel to go over the comments to the redlined Term Sheet.	0.50
09/28/15	Johnson Pamela Gale	Telephone conference regarding revisions to the Term Sheet (1.2); telephone conference with M. Bishop regarding status and the term sheet (.20); telephone conference with B. Forshay regarding the Term Sheet (.50); draft correspondence to B. Forshay regarding clean up matters to the Term Sheet (.30); review Tax Analysis documentation (.30); draft email to B. Forshay regarding executed term sheet (.20); meeting with J. English regarding DIP Facility Documents (.50); receipt and review of drafts of the Diverse Motion for Use of Cash Collateral and Emergency Motion for DIP Financing and Interim Order to secure Dip Facility (.50); receipt and review of the IEL Master Lease Agreement, review of the Fountain Partners Master Lease Agreement and review of the Nations Master Lease Agreement with Lease Riders and Schedules (2.20); review redlined version of Term Sheet (.20); attention to forwarding final version of Term Sheet to J. Lendrum for execution (.10); attention to clients comments about adding the COO and regarding the ad valorem taxes (.10); attention to forwarding executed Term Sheet to M. Bishop and B. Forshay (.10); receipt and review of ITS Emergency Motion for Cash Collateral and draft of Interim Order (.30); review correspondence from client regarding ad valorem taxes and draft response regarding same (.10).	6.50

**Baker & Hostetler LLP**

Atlanta  
Houston

Chicago  
Los Angeles

Cincinnati  
New York

Cleveland  
Orlando

Columbus  
Philadelphia

Costa Mesa  
Seattle

Denver  
Washington, DC

Date	Name	Description	Hours
09/29/15	English Jr W John	Conferences with Ms. Johnson regarding terms and conditions of proposed loan; review Term Sheet; prepare draft DIP loan agreement.	9.00
09/29/15	Johnson Pamela Gale	Receipt of executed Term Sheet and forward to appropriate parties (.10); review of ITS E & W list, final Cash Collateral Order and DIP Financing Order and Notice of Amended Cash Collateral Motion and DIP Financing Motion forwarded by M. Bishop (1.20); review updated inventory listing, Aged A/R list and updated WIP listing provided by M. Bishop (.50); review the collateral summary forwarded by J. Arden (.20); review correspondence from M. Bishop regarding ICON bank adequate protection payments and what they want in the Order and attention to response to same, telephone conference with M. Bishop regarding same and regarding deadlines to assume the lease; (.50); receipt and review of correspondence from M. Bishop as to the deadline to assume the lease as being 11/16/2015 (.10); review Icon and Spunky flat POC and discussion of claims with M. Bishop (.50); review of claim documentation (1.30); drafting of DIP Facility documents (3.0).	6.90
09/29/15	Romero Tara E.	Discuss project with Mr. English; begin to draft the Credit Agreement.	5.20
09/30/15	English Jr W John	Review draft credit agreement; conference with Ms. Johnson regarding status and questions with respect to term sheet; review and revise draft credit agreement; conference with Ms. Johnson regarding questions with respect to term sheet; conference with Ms. Romero regarding comments on and revisions to credit agreement.	5.30
09/30/15	Johnson Pamela Gale	Worked on DIP Facility Documents.	4.00
09/30/15	Johnson Pamela Gale	Review correspondence from client and the draw request (.20); attention to responsive correspondence to client (.10); correspondence from M. Bishop regarding adequate protection payments and the lien on the option (.20); telephone conference with M. Bishop regarding same (.50); telephone call with B. Forshay regarding the Bank's reversal of its position on the DIP Loan (.40); draft correspondence to client regarding same (.10); review draft of DIP Facility documents (1.30).	2.70
09/30/15	Romero Tara E.	Continue to draft the Credit Agreement; discuss outstanding issues with Mr. English.	3.80

**Baker & Hostetler LLP**

Atlanta  
Houston

Chicago  
Los Angeles

Cincinnati  
New York

Cleveland  
Orlando

Columbus  
Philadelphia

Costa Mesa  
Seattle

Denver  
Washington, DC

Invoice Date: 11/20/15  
Invoice Number: 50170847  
Matter Number: 099620.000001  
Page 6

Date	Name	Description	Hours
10/01/15	Johnson Pamela Gale	Court appearance at ITS Cash Collateral hearing.	2.00
10/01/15	Romero Tara E.	Coordinate lien search with Ms. Mungle; edit the DIP Credit Agreement.	2.00
10/05/15	Johnson Pamela Gale	Review of documentation filed in the Diverse/ITS case to insure that Rockport is paid at closing (1.00).	1.00
10/06/15	Johnson Pamela Gale	Attend ITS/Diverse court hearing on Motion to Use Cash Collateral	1.50
10/08/15	Johnson Pamela Gale	Court hearing on Motion to Use Cash Collateral (5.50); attention to Administrative Expense Claim (1.50).	7.00
10/15/15	Johnson Pamela Gale	Attention to draft of Diverse Motion to Allow Administrative Claim and draft Order (.50); conference with client regarding same (.20); conference with B. Forshay regarding same (.30); draft correspondence to Forshay regarding putting the claim in the budget with hold feature that it is not be funded until Order is signed (.10); attention to responsive correspondence (.10).	1.20
10/19/15	Johnson Pamela Gale	Court appearance - hearing on Debtor's Motion to Approve DIP Financing.	0.30
10/26/15	Johnson Pamela Gale	Conference with R. Forshay regarding Rockport payment (.20); court appearance at final cash collateral hearing (.80).	1.00
<b>Total</b>			<b>104.40</b>

**Baker & Hostetler LLP**

Atlanta  
Houston

Chicago  
Los Angeles

Cincinnati  
New York

Cleveland  
Orlando

Columbus  
Philadelphia

Costa Mesa  
Seattle

Denver  
Washington, DC